

**UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

UNITED STATES OF AMERICA,

Plaintiff,

v.

BANK OF CYPRUS PUBLIC COMPANY
LIMITED,

Defendant.

No. 07 Civ. 9234 (CSH)

**DECLARATION OF RUA M. KELLY IN
OPPOSITION TO DEFENDANT BANK OF CYPRUS PUBLIC
COMPANY LIMITED'S MOTION TO DISMISS THE COMPLAINT**

Rua M. Kelly declares under penalty of perjury, pursuant to 28 U.S.C. § 1746, as follows:

1. I am an Assistant United States Attorney for the Southern District of New York, representing plaintiff United States of America (the "United States") in the above-captioned action. I am a member in good standing of the Bar of the Commonwealth of Massachusetts and of this Court.

2. I submit this declaration in opposition to defendant Bank of Cyprus Public Company Limited's ("Bank of Cyprus") motion to dismiss the Complaint (the "Motion"). The purposes of this declaration are: (i) to place before the Court copies of documents that are cited in the accompanying memorandum of law in opposition to the Motion; and (ii) to set forth certain facts that are relevant to the United States' opposition to the Motion.

3. Annexed hereto as Exhibit A is a true and correct copy of the Consent to Jurisdiction, signed by Antonis Jacouris on behalf of Bank of Cyprus on March 30, 1993, and by Evdokimos Xenophontos on behalf of Bank of Cyprus (Holdings) Ltd. on March 31, 1993.

4. Annexed hereto as Exhibit B is a true and correct copy of the Bank of Cyprus application filed with the Board of Governors of the Federal Reserve System to establish a representative office in the United States, dated August 26, 1992.

5. Annexed hereto as Exhibit C is a true and correct copy of the Order Approving Establishment of a Representative Office, dated November 24, 1997.

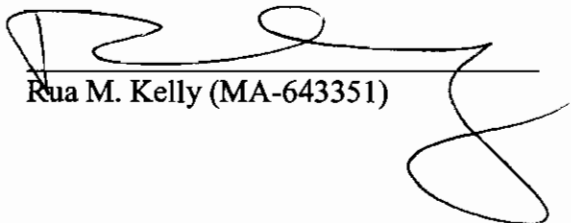
6. Annexed hereto as Exhibit D is a true and correct copy of the Bank of Cyprus license (the "Banking License") to maintain a representative office issued by the State of New York Banking Department (the "New York Banking Department"), dated April 24, 1998.

7. Annexed hereto as Exhibit E is a true and correct copy of a letter from Zaharo Sofianou, Chief Representative of Bank of Cyprus, New York Representative Office, dated September 25, 2007, and addressed to Mr. David Fredsall, informing the New York Banking Department of the Bank of Cyprus' voluntary surrender of the Banking License for its representative office in New York.

8. Annexed hereto as Exhibit F is a true and correct copy of a letter from Zaharo Sofianou, dated January 17, 2008, and addressed to Mr. David Fredsall of the New York Banking Department voluntarily closing the Bank of Cyprus' New York representative office and returning the Banking License.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on April 23, 2008 at New York, New York.


Rua M. Kelly (MA-643351)